

Dear Client,

At Friedberg Mercantile Group Ltd. ("FMGL"), we value and appreciate our business relationship with you. As with all financial services, there exists the potential for actual or perceived conflicts of interest.

We are sending this letter to you to comply with new Client Focused Reforms related to the disclosure of conflicts of interest as required by applicable securities laws.

To meet our regulatory obligations, FMGL has a committee that reviews and addresses material conflicts of interest on an ongoing basis and those that are reasonably foreseeable. The disclosure in this letter is important for you to read, so that you understand how potential conflicts can affect you, and what we do to address these conflicts. The contents of this letter, and any updates, will be placed on our website prior to June 30, 2021, at www.friedberg.ca, & www.friedbergdirect.ca. If you wish to receive this letter and updates via email, please send an email to info@friedberg.ca.

FMGL is an introducing broker as the securities held in our client accounts (stocks, investment funds, bonds, options, etc.) are held in custody at National Bank Independent Network. Client trades in derivatives such as futures and forwards are made in nominee name. FMGL, through its Friedberg Direct division, offers Order Execution Only trading in Contracts For Difference (CFD) and Foreign Currency (Forex) contracts.

Conflicts of interest can arise from a variety of interactions, including but not limited to:

- between you and FMGL
- between you and other clients of FMGL
- between you and representatives or employees (including family members thereof) of FMGL
- between FMGL and its related or associated companies

FMGL's organizational structure (Compliance Committee, Investment Committee, Risk Committee, etc.) is designed to minimize conflicts of interest by anticipating, defining, identifying, and mitigating via best practices, internal controls, and comprehensive policies and procedures. Should our employees become aware of an existing or reasonably foreseeable conflict of interest, the employee must promptly report the conflict to our Chief Compliance Officer for referral to the appropriate committee. Our approach is to always put your interests first and resolve all actual or perceived conflicts of interest in a fair, transparent, and timely manner. FMGL will avoid any material conflict of interest that cannot be mitigated through the application of internal controls.

Connected Issuers

The following are connected issuers of FMGL (as a result of FMGL or its related party either having a significant ownership interest or serving as a director):

- Gold Standard Ventures Corp.
- Paramount Gold Nevada Corp.
- Seabridge Gold Inc.
- Vaccinex Inc.

FMGL and its affiliates provide investment, management and portfolio brokerage services to the following funds which are offered to the public by way of prospectus: Friedberg Global-Macro Hedge Fund and Friedberg Asset Allocation Fund.

Shared Premises

The shared office of a number of limited partnerships under common control with FMGL and in which one or more of FMGL's directors or officers acts as director(s) and/or officer(s) of the general partners (the "Trading LPs") are located in FMGL's office facilities. FMGL does not provide customer information to the Trading LP Outside Personnel and has established policies, procedures, and physical restrictions to ensure that the Trading LP Outside Personnel have no access to FMGL customer records or information.

Affiliated Registrants

Toronto Trust Management Ltd. ("TTML") is registered as an Investment Fund Manager. It provides administrative management services to certain investment funds for which FMGL, or its affiliate, provides portfolio management and brokerage services. TTML is a subsidiary of FMGL.

Friedberg Advisors LP is a registered advisor which is the general partner of certain investment funds (and its duties include providing portfolio management to such funds). Its general partner and limited partner are each subsidiaries of FMGL.

There is a potential conflict of interest that they may not negotiate service provider terms or enforce the right of the investment funds against their affiliated companies on the same basis as would be the case if TTML, Friedberg Advisors LP, and FMGL were arm's length parties.

Management of Conflicts of Interest

In general, we deal with and manage conflicts of interest as follows:

- **Avoidance:** This includes avoiding conflicts that are prohibited by law as well as conflicts that cannot effectively be addressed.
- **Control:** We manage acceptable conflicts through means such as physically separating different business functions and restricting the internal exchange of information.
- **Disclosure:** By providing you with information about conflicts, you are able to assess independently their significance when evaluating our recommendations and any actions we take.

FMGL has identified the following actual or perceived material conflicts of interest:

POTENTIAL CONFLICT OF INTEREST	ADDRESS BY	HOW CONFLICTS WILL BE ADDRESSED
We earn compensation by selling products and services to you for which you pay us.	Disclose/Control	We will inform you of fees, commissions and other compensation in advance so that you know what you will be paying. We earn commissions on trades executed for you, and such commissions are negotiated between you and your Investment Advisor, subject to certain minimums. All commissions are disclosed on each trade confirmation. We are required by industry regulations and firm policy only to make suitable investment recommendations, subject to your investment objectives and risk tolerance as disclosed on your Know Your Client form. We have policies and procedures prohibiting recommendations solely for the purpose of generating revenue by us without any benefit to you. We have a duty to act fairly and honestly in all dealings with you and the marketplace in general, and to correct any errors that we may make. When you execute a transaction through Friedberg Direct, Friedberg Direct is generally the counterparty to the trade, i.e., you are selling to and buying from Friedberg Direct. Friedberg Direct is compensated through the bid-ask spread or through charging a commission depending on your account settings and product traded.
We may receive compensation from securities issuers and other third parties based on their products we sell to you, such as "trailer" fees on mutual funds and underwriting or agency commissions on security offerings.	Disclose	We disclose to you the situations and type of third-party compensation we may receive. These disclosures are generally found in the prospectus or other offering documents provided. Securities regulations require issuers to provide specific disclosure in the offering document (e.g. prospectus) of such arrangements and the compensation we will receive.
We may sell you securities, which we own (called principal trades), and profit by doing so.	Disclose	We will tell you whether we acted as principal or agent for each transaction on the trade confirmation. In the case of fixed-income securities (which we may sell as principal) we provide you with a stated yield to maturity so you can assess the competitiveness of our pricing.
As a result of business relationships with issuers of securities, we may know confidential information that we cannot disclose to you when we recommend the securities to you, even if that information might lead us not to recommend buying the securities.	Control	Our internal information barriers are designed to ensure regulatory requirements are complied with. We are obligated to maintain confidential any such non-public information obtained from issuers.
We may have access to commercially sensitive or inside information.	Avoid/Control	We may decline to provide a service to avoid insider trading provisions in securities legislation. We have specific procedures for responding to conflicts of interest that involve insider information and for complying with insider trading provisions.
We engage in trading of securities for our own account (called proprietary trading)	Control	Firm and employee trades are identified as such and client trades are given priority to firm and employee trades in accordance with industry "client priority" regulations.
Your Investment Advisor may make personal investments in the same issuers that they recommend to you.	Disclose	Your Investment Advisor is required to disclose the existence of such investment to you prior to executing any transaction on your behalf.
Individuals may serve on a board of directors or take on other activities that could take time or attention away from your account.	Avoid/Control	Securities legislation prohibits an individual from serving as a director of another registered firm that is not an affiliate of our firm. Our employees are prohibited from engaging in activities that would interfere or create conflict with their duties. We have policies and procedures in place to detect and, where applicable, supervise, disclose or prohibit any conflict of interest. Where we cannot properly control a potential conflict, we will not permit the outside activity. Employees wishing to act as directors or officers of a public or private company must receive prior approval from our senior management. When an employee sits on a board of directors or undertakes any community activities in any substantive way, they are subject to regulatory guidance on the disclosure and approval of their outside business activities.
Individuals may receive or give gifts, gratuities or entertainment opportunities as a result of their relationships with clients.	Avoid/Control	We have policies which include guidelines and limits on what are appropriate and acceptable gift and entertainment practices, including the detailed review and approval processes relative to these.
FMGL may enter referral arrangements.	Avoid/Control	Before a registrant refers a client to another party, in exchange for a referral fee, the registrant must determine that making the referral is in the client's best interest. In making that determination, registrants are expected to consider the benefits to the client of making the particular referral over alternatives or at all.
There is the potential, due to the significant holdings of specific shareholders owning a material interest in Friedberg Global-Macro Hedge Fund and Friedberg Asset Allocation Fund for them to influence the decisions made within these funds that benefits them or a related party, at a cost to the other unitholders.	Avoid/Control	In such situations, the Compliance Committee has policies which include guidelines on how to oversee the trades placed for the funds. Additionally, the Investment Committee takes several steps to mitigate the possibility of conflicts of interest, including reviewing each transaction prior to trade execution, as well as meeting weekly as a team to review all positions of the funds.
Full control or authority over the financial affairs of a client (through a power of attorney), or acting as an executor for a client's estate, is an inherent COI for a registered individual.	Avoid	These conflicts are identified and are either avoided or otherwise addressed in the client's best interest.
Financial dealings with a client	Avoid	To be avoided.

Disclaimer: The information and examples contained in this document are not meant to be exhaustive of all possible material conflicts of interest, but rather a compilation of those conflicts that have been identified to date. FMGL undertakes to continue taking the necessary steps to identify and respond to such situations in manner that is consistent with the best interests of our clients.

Canada has a comprehensive securities regulatory regime that has particular focus on protecting client and investor interests, including dealing with conflicts of interest. We recommend that you refer to the websites and publications of the provincial securities commissions through the Canadian Securities Administrators and Investment Industry Regulatory Organization of Canada for more information.

If you have any questions or concerns, please contact an Investment Advisor at FMGL for more information.

LAST UPDATED: JUNE 2021